

# State of Idaho

## Department of State

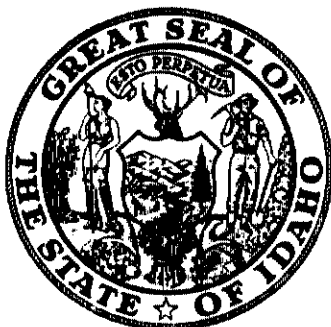
### CERTIFICATE OF INCORPORATION OF

STEWARD COMMUNITY HALL INC.  
OF INDIAN VALLEY, IDAHO

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of STEWARD COMMUNITY HALL INC. OF INDIAN VALLEY, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 9, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seipel*

STEWARD COMMUNITY HALL INC.

ARTICLES OF INCORPORATION

OF INDIAN VALLEY, IDAHO

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ARTICLE I

The name of this Corporation shall be STEWARD COMMUNITY HALL INC.  
of Indian Valley, Idaho.

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ARTICLE II

The address is 803 INDIAN VALLEY ROAD, INDIAN VALLEY, IDAHO 83632  
The property discription is; Township 14 North Range I west, Boise  
Meridian, Adams County, Idaho; Section 10; A parcel of land in said  
section more particularly described as follows; Beginning at the  
South East Corner of said Section 10; Thence North 264 Feet, Thence  
West 165 Feet, Thence South 264 Feet, Thence East 165 Feet to the  
said corner and PLACE OF BEGINNING.

ARTICLE III

The members of this Incorporation to be Members of the Independent Order  
of Odd Fellows Lodge No. 121 and Hiawatha Rebekah Lodge No. 123, in good  
standing, at the time this incorporation is established or at the time these  
Lodges surrender their Charters, and new members who purchase membership  
according to the Constitution and By-laws, after said Charters are both  
surrendered.

ARTICLE IV

That the purposes and objects for which this corporation is formed are  
those of Odd Fellow and Rebekah Lodges untill they surrender their Charters.  
At that time the purposes and objects will be as follows;

To own, manage and maintain this building and property at Indian Valley,  
In the County of Adams, State of Idaho, for general public use as a social,  
educational and recreational, center for the inhabitants of Indian Valley and  
surrounding areas, and for the public generally.

Also to provide a building to house a store that will provide income to maintain this building and an income to provide charitable services under the provisions listed in the Constitution and By-laws. This property may also be used as an RV park or to build such other buildings to be used for the benefit of the community. Any income from these endeavors shall be used in the manner stated above.

This Corporation may promote, sponsor, hold or conduct fairs, exhibits or expositions of products of the farm, home, arts and crafts or such other exhibits or programs as shall be of educational value to the inhabitants of the community;

This Corporation may arrange for lectures, shows, exhibits, educational courses and programs calculated to enhance the general community knowledge in the improvement of homes, farms and general community resources and production;

This Corporation may provide for social and recreational programs and events for the entertainment of the citizens of the community, and the general public;

This Corporation may provide that its or other property shall be made available for exhibits, shows or programs provided by the manufacturers of machinery and equipment for the farm and home or for programs given or sponsored by the Extension Service of the University of Idaho or by recognized agencies of the Public Health and Welfare Services of the United States of America or of the State of Idaho or Programs or exhibits in connection with Four-H Clubs or by any Grange or other kindred order or by organizations of Boy or Girl Scouts or by social and service organizations of the community or surrounding communities, and for any and all other public organizations, clubs and bodies engaged in general educational, recreational, Charitable or Community work or progress;

This Corporation shall have power to own, hold, buy, sell, mortgage, Hypothecate, pledge, lease, acquire or dispose of and deal, on its own behalf, in real estate and such other property as may be proper, necessary or convenient in the carrying on of the business of this corporation; and

shall have power to build and construct such buildings upon its real estate as may be necessary for the needs and demands of its general business;

This corporation shall have power, upon proper authorization of its Members and Trustees, according to the authorization of its Constitution and By-laws, to borrow money to be used for its general business needs, and to ~~evidence~~ such loans by its notes, mortgages, bonds or other legal contracts and to secure the repayment thereof by all lawful and proper ways and means;

This corporation shall have full power, rights and authority to receive and accept from any sources whatsoever gifts, donations, devises and bequests of money and of real and personal property for the use and benefit of the Corporation in the scope of its general plan and purposes's;

The Corporation may charge and receive compensation for the use of its Hall, Buildings, property and facilities, but all compensation so received shall be used only for the maintenance, operation and upkeep of the Corporation properties and affairs, or ten percent (10%) of net money may be donated to a needy organization or for any community public service and not otherwise, and no dividends or distribution of any kind shall ever be declared, given or paid to any Member of the Corporation from any of the earnings, profits or Property of the corporation;

The express condition upon which the foregoing, or any other, powers are granted to said Corporation is that the business of said Corporation shall not be operated or conducted for profit or pecuniary gain of any of its members, but shall be conducted solely for the benefit and well being of the general public; and that all moneys received by this corporation from any source whatsoever in excess of the actual and necessary expenses and disbursements required for the carrying on of the business of this Corporation, or as otherwise stated in the above paragraph, shall be used and held for the sole benefit and advantage of the Corporation in carrying out and extending its educa-

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tional, recreational, charitable, and Community purposes, From any net profits arising from the conduct of the business of the Corporation, or from any of its properties, if there shall be any such net profit, the Financial Committee, from time to time, are empowered and shall have authority to set up as a sinking fund, or capital investment fund, such sum or sums as the Board of Trustees may deem advisable for the maintenance, enlargement or improvement of the buildings, equipment and property, provided its within the rules and regulations of the Constitution and By-laws of this Corporation.

#### ARTICLE V

This Corporation has no capital stock. It is governed and controlled by its members, The By-laws and Constitution of this Corporation shall prescribe the number and Qualifications of its members and the terms and conditions of admission to membership and also the time, mode, conditions and effect of expulsion or withdrawal from, and restoration to, membership.

#### ARTICLE VI

The following named persons at said address's, ~~the the members of~~ this Corporation and shall have equal rights and interests therein,

**Namely:** :

1. BAKER, DORIS HC 68 Box 2460, Cambridge, Idaho 83610
2. BARRY, GENEVA P.O. Box 76, Indian Valley, Idaho 83632
3. CORIELL, WANNA BELLE P.O. Box 42, Indian Valley, Idaho 83632
4. CROCKETT, LINDA 2350 South Grays Creek Rd., Indian Valley, Idaho 83632
5. GRAY, OPAL P.O. Box 134, Council, Idaho 83612
6. HOUSE, KATHY 2756 Cladhart Ln, Cambridge, Idaho 83610
7. JOHNSON, EDNA Apt. 253, 1130 N. Allumbaugh St, Boise, Idaho 83704
8. JOINER, MURIEL 1348 Hoover Rd., Weiser, Idaho 83672
9. KEPPINGER, IRENE 672 Monday Gulch Rd., Indian Valley, Idaho 83632
10. MARTIN, ANN 1503 3rd Ave. S., Payette, Idaho 83661
11. FAINEY, RUTH Box E, New Meadows, Idaho 83654

12. SURBER, CELIA 4130 W. Beacon Light Rd., Eagle, Idaho 83616
13. VOERMANS, WHITNEY P.O. Box 57, Indian Valley, Idaho 83632
14. WARE, VERA P.O. Box 12, Indian Valley, Idaho 83632
15. WHITEMAN, ILENE 2222N. Grays Creek, Indian Valley, Idaho 83632
16. WIDNER, PHYLLIS 1985 Widner Rd., Midvale, Idaho 83645
17. YODER, FERN P.O. Box 36, Indian Valley, Idaho 83632
18. COLE, JAMES 1604 Crystal Ln., Weiser, Idaho 83672
19. DEWESE, STEVE P.O. Box 65, Indian Valley, Idaho 83632
20. FRANCIS, WALTER P.O. Box 54, Indian Valley, Idaho 83632
21. GREEN, THOMAS P.O. Box , Indian Valley, Idaho 83632
22. MORITZ, TED P.O. Box , Council, Idaho 83612
23. MURPHY, JIM Caldwell, Idaho 83606

And a certificate of Membership, signed by the President and attested by the secretary of this Corporation, shall be issued to each said member, which certificate may be assignable or transferable according to the Constitution and By-laws, upon the death or resignation of the member, but shall not be transferable by a member not in good standing or by a member removed for unlawful activities and misconduct, as may be provided by the By-laws. The Admission to membership of such other persons shall have equal right and interest in the Corporation with the original incorporators and all other members.

#### ARTICLE VII

1. OFFICERS OF THE CORPORATION: The officers of this Corporation shall consist of five (5) to nine (9) Trustees, living within twenty-five (25) miles of this Hall, unless otherwise provided by the By-laws and there shall be elected, by the members, from the Trustees; a President, A Vice President, a Secretary and a Treasurer, each of whom shall perform such duties and have such authority as usually pertains to such officers in similar Corporations, or as may be Prescribed by the By-laws and Constitution for this Corporation.

2. QUALIFICATION OF OFFICERS: To be qualified for office, each officer must be a member in good standing of this Corporation, and when any elected or appointed officer shall cease to be a member, shall thereupon cease to be an officer and shall have no further power or authority to bind the Corporation by his act or acts;

3. MANNER OF ELECTION: Trustees shall be elected by a paper ballot, by and from the membership of the Corporation at the annual meeting of the members, and the persons receiving the highest number of votes (provided such number shall represent a majority of the votes of the members present) shall be declared duly elected. The members shall at the same time, elect the officers from the Trustees for the ensuing year. There must be at least (9) nine persons present at the Annual meeting.

4. TERM OF OFFICERS AND TRUSTEES: The terms of office for all Trustees shall be three (3) years, or until their successors are duly elected and qualified; provided, however, that at the first annual election to be held after the formation of this Corporation, the first Trustees to be elected according to the Constitution and By-laws of this Corporation. The term of office for Officers shall be one (1) year, according to the provision stated in the Constitution and By-laws of this Corporation.

5. RESIGNATION OF OFFICERS: Any officer or Trustee may resign his or her office or position by filing his written resignation with the Secretary of the Corporation or in case of the resignation of the Secretary, then with the President or Vice-President, and upon acceptance thereof by the Board of Trustees, such resignation shall become effective, and in case the Board of Trustees shall neglect to act upon such resignation within fourteen (14) days after the filing thereof, the resignation shall thereupon become effective and the office shall be deemed vacant;

6. REMOVAL OF OFFICERS: Officers and Trustees of this Corporation may be removed in the manner provided by the laws of the State of Idaho for

removal of such officers and trustees, or in accordance with the Constitution and By-laws of the Corporation in conformity therewith.

7. VACANCIES: In case of the death, disability or resignation of one or more of the Trustees or Officers of the Corporation, a quorum of the remaining Trustees, may fill the vacancy for the unexpired term. If no quorum is present then a member from the special Committees may act with the remaining Trustees.

8. SPECIAL COMMITTEES: There shall be three (3) committees appointed; an Auditing Committee, a Committee for Improvements, and a Financial Committee. One Member to be chosen from the Trustees as Chairman, by the members at the annual meeting and one member from the membership not being a trustee chosen by the president and Vice President respectively; between the time of election and the meeting they are installed. These Committees to be governed by the Constitution and By-laws of this Corporation.

9. MEETING REGULATIONS FOR TRUSTEES AND OFFICERS: Five (5) or more members of the Board of Trustees shall constitute a quorum thereof, and a majority of such quorum shall be authorized to transact the business and exercise the corporate powers of the Corporation, within the confines of the Constitution and By-laws.

10. MEETINGS: Meeting of the Board of Trustees for the transaction of any business of the corporation may be held at the principal place of business of the Corporation, or at such other places within Adams County, or elsewhere within the State of Idaho, as the Trustees may feel necessary within the confines of the Constitution and By-laws and after each Trustee has been contacted and if necessary the committee members, if the meeting is within their jurisdiction of Business.

11. ESTABLISHED MEETINGS: The Board of Trustees may establish stated meetings to be held at such times and at such places as it may from time to time determine, and after due notice to each member of the Board of Trustees



~~as committeesmen is applicable of the establishment of the time and place of~~  
such stated meetings, no further notice thereof need be given.

#### ARTICLE VIII

This Corporation is, and shall forever be and remain a purely benevolent, Eleemosynary and non-profit Corporation, organized and created, and to exist, for the purpose of owning, maintaining and operation in general the STEWARD COMMUNITY HALL INC. and public service to the community of Indian Valley, Idaho, and the general public and for the welfare and benefit of the public at large, and no profit, return, dividend or distribution of its money or property shall ever be made, given or paid to any of its members, but shall forever be held and used, in trust for the benefit of the general Public.

#### ARTICLE IX

The private property of the members of this Corporation shall NOT be liable for any of the debts, obligations or liabilities of the Corporation.

#### ARTICLE X

CONFLICT OF INTEREST: Any person who may have a conflict of interest with said Corporation may be elected, appointed or retained on the Board of Trustees after receiving a  $(2/3)$  two-thirds majority vote of the present membership or a  $(3/4)$  three-fourths majority vote of the Board of Trustees, when a quorum is present, according to the By-laws and Constitution of this Corporation.

#### ARTICLE XI

DISSOLUTION OF CORPORATION: This Corporation may be dissolved by a  $(2/3)$  two-thirds majority vote of the membership in writing or a ballot vote, if present. Disbursements of Assets, after all debts are paid, shall be given to a non-profit Organisation, namely INDIAN VALLEY IMPROVEMENT LEAGUE, OF Indian Valley, Idaho. the forms for this ballot to be in the Constitution or By-laws of this Corporation.

#### ARTICLE XII

INITIAL REGISTERED AGENT FOR STEWARD COMMUNITY HALL INC.: The agent for this Corporation is to be Wanda Belle Coriell of 665 Indian Valley Road, (P.O. Box 42) Indian Valley, Idaho 83632 first President of said Corporation

Phone- 256-4333

\* \* \* \* \*

In witness thereof, we the members and incorporators of the STEWARD  
COMMUNITY HALL INC., have hereunto set our hands and seal in triplicate  
this 13<sup>th</sup> day of October, AD One thousand Nine Hundred Ninety- Three.

LODGE SEAL - Hiawatha Rebekah Lodge # 123

date

Noble Grand

Wanna Belle Coriell  
Wanna Belle Coriell

Vice Grand

Phyllis Widner  
Phyllis Widner

Treasurer

Muriel Joiner  
Muriel Joiner

Lodge Deputy

Kathy House  
Kathy House

Secretary (Pro- tem)

Fern F. Yoder  
Fern Yoder

LODGE SEAL Indian Valley Lodge # 121

Vice Grand

Walter Francis  
Walter Francis

Secretary

Steve Deweese  
Steve Deweese

Lodge Deputy

Tom Green  
Tom Green

Member

Ted Moritz  
Ted Moritz

Member

STEWART COMMUNITY HALL, INC. INCORPORATORS AND DIRECTORS (TRUSTEES)

Date

Wanna Belle Coriell

Wanna Belle Coriell  
688 Indian Valley Road, P.O. Box 42

10-13-93

Indian Valley, Id 83632

Geneva Barry

Geneva Barry

700 Indian Valley Rd, P.O. Box 78,

Kathy House

Kathy House

2756 Gladhart Ln, Cambridge, Idaho 83616

Tom Green

Thomas A Green

2248 Cemetery Rd. Indian Valley, Id.

Fern F. Yoder

Fern F. Yoder

804 Indian Valley Rd. Indian Valley Id

STATE OF IDAHO

COUNTY OF

CITY OF

DO. OF

DO. OF

Wanna Belle Coriell

, being a member in good standing, say; that  
every person who signed this sheet of the foregoing document signed his or  
her name, and that each signer is in good standing in this Corporation;  
namely the STEWARD COMMUNITY HALL INC.

Seal

Signed

Wanna Belle Coriell

Signed

Julie E. Wilt

Notary Public

Expiration Date

5-20-98